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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

JOHN L. EDMONDS, individually and as a managing general partner of FIFTH AND 106TH STREET HOUSING COMPANY, INC., LOGAN PLAZA ASSOCIATES, LP, CHARLES H. ASSOCIATES a/k/a CHARLES H. HILL ASSOCIATES, LP AND AS A LIMITED PARTNER OF CHURCH HOME ASSOCIATES, LP,

Index No.: 08-CV-5646

Plaintiff,

-against-

ROBERT W SEAVEY, individually and as a General Partner of FIFTH AND 106TH STREET ASSOCIATES, LP, LOGAN PLAZA ASSOCIATES, LP, CHARLES HILL ASSOCIATES, CHARLES HILL ASSOCIATES, LP and as a Limited Partner of CHURCH HOME ASSOCIATES, LP; PHYLLIS M. SEAVEY individually and as owner, manager and member of DALTON MANAGEMENT COMPANY LLC; AVERY B. SEAVEY, individually and as a General Partner of LOGAN PLAZA ASSOCIATES, LP, CHURCH HOME ASSOCIATES and owner of DALTON MANAGEMENT COMPANY, LLC; NEALE B. SEAVEY, individually and as owner, manager and member of DALTON MANAGEMENT COMPANY, LLC; and RONALD DAWLEY as Chief Executive Officer of DALTON MANAGEMENT COMPANY, LLC; DALTON MANAGEMENT COMPANY, LLC, THE SEAVEY ORGANIZATION, and MARK PANETH & SHRON, Auditors,

**DECLARATION OF
M. DOUGLAS HAYWOOD, ESQ.,
IN OPPOSITION TO PLAINTIFF
JOHN L. EDMONDS, MOTION TO
DISMISS THE COMPLAINT**

Defendants.

M. Douglas Haywoode, an attorney admitted to practice before this Court, declares under penalty of perjury, pursuant to 28 U.S.C. § 1746:

1. I, M. Douglas Haywoode am the attorney for John L. Edmonds.
2. I submit this declaration in support of John L. Edmonds' opposition to the motion pursuant to Fed. R. Civ. P. 12(b)(6) and Fed. R. Civ. P. 9(b), to dismiss his complaint as against Marks, Paneth & Shron, in its entirety and with prejudice for the reasons set forth in the accompanying memorandum of law.
3. A true and correct copy of the Order to Show Cause with the Affidavit of John L. Edmonds in support, and exhibits is annexed here to as Exhibit A.

Dated: Brooklyn, New York
March 2nd, 2009

/s/ M. Douglas Haywoode

M. DOUGLAS HAYWOODE (MH 1795)